

MARSHALL UNIVERSITY BOARD OF GOVERNORS

Policy No. GA-5

ORGANIZATIONAL STRUCTURE & RULES OF ORDER FOR MEETINGS OF THE BOARD

1. General

- 1.1 Scope: This policy governs the organizational structure and rules of order for meetings of the Board of Governors.
- 1.2 Statutory References: W. Va. Code §§6-9A-1 through §6-9A-12.
- 1.3 Passage Date: May 28, 2019
- 1.4 Effective Date: Upon passage.
- 1.5 Background: Portions of this policy are required under W. Va. Code §6-9A-3. This policy amends Policies No. GA-5 passed on March 8, 2000 and December 19, 2006.

2. Officers

The officers of the Board shall be a Chair, Vice Chair and Secretary. Officers shall serve for a term of one year, starting July 1 and ending June 30. The Board may remove any officer at any time by majority vote of the members of the entire Board.

3. Committee Structure

- 3.1 The officers and immediate past chair shall serve as an Executive Committee, which will have the following responsibilities:
 - 3.1.1 Agenda review.
 - 3.1.2 Regular discussions on logistical and procedural matters.
 - 3.1.3 Informal discussions with the Institutional Presidents and/ or the Presidents' cabinet, as long as there is no intention of official action or the formulation of recommendations to the Board.
 - 3.1.4 Other matters referred by the Board or Chair.
- 3.2 The Board may act as a Committee of the Whole for consideration of issues including, but not limited to, the following:

3.2.1 Institutional compacts.

3.2.2 Legislative recommendations.

3.2.3 Strategic plans.

3.2.4 Other matters referred by the Chair or Executive Committee.

3.3 The Chair shall appoint a committee chair and designate the members of the following standing committees:

3.3.1 Finance, Audit, and Facilities Planning Committee: This committee shall review and make recommendations to the Board on any matters assigned by the Chair, or Executive Committee, including, but not limited to, the following:

3.3.1.1 Budget.

3.3.1.2 Matters dealing with finance, audit and investment.

3.3.1.3 Enrollment and tuition.

3.3.1.4 Capital plans and projects.

3.3.2 Academic and Student Affairs Committee: This committee shall review and make recommendations to the Board on any matters assigned by the Chair or Executive Committee, including, but not limited to, the following:

3.3.2.1 New program approvals.

3.3.2.2 Graduate education matters.

3.3.2.3 Academic program review.

3.3.2.4 Student retention and recruitment.

3.3.2.5 Faculty and staff issues, including, but not limited to, promotion, tenure, personnel, compensation, evaluation and sabbaticals.

3.3.3 Athletic Committee: This committee shall review and make recommendations to the Board on any matters referred by the Chair or Executive Committee, including, but not limited to, the following:

3.3.3.1 Responsibilities listed in the Board's athletic policy.

3.3.3.2 Athletic budget.

3.3.3.3 All matters pertaining to the Athletic Department.

4. Meeting Structure, Rules of Order, and Locations

4.1 Meetings of the Board will be scheduled at least six (6) times per year. Special meetings may be convened by the Chair, or upon the petition of a majority of the members.

4.2 Meetings will occur in Huntington, West Virginia, in association with visits to off-campus locations of Marshall University or to such other place as may be designated by the Chair.

4.3 Members may participate in Board and committee meetings by telephonic or other electronic means, which permit the voice or video identification of the member.

4.4 A quorum of nine members is required to conduct business on matters requiring a vote of the Board.

4.5 Meetings will be noticed in accordance with the provisions of the Open Governmental Meetings Act. This includes notice of date, time, place and purpose of all meetings being filed with the Secretary of State for filing in the State Register at least five days prior to the date of the meeting. Such filing in the State Register shall also serve as notification of the meeting to the public and news media as required in W.Va. §6-9A-3.

4.6 The agenda for each regularly scheduled meeting will be made available to the Board and public at least four (4) days prior to the date of the meeting. Agendas will be available for pick-up on weekdays (excluding University holidays) between 9 a.m. and 4 p.m. at the President's Office, Old Main 216 on the Huntington Campus. Agendas may also be posted on the Board's web page at www.marshall.edu.

4.7 The notice provisions of this policy shall not apply in the event of an emergency requiring immediate official action. Notice of an emergency meeting may be filed at any time prior

to the emergency meeting and shall include the date, time, place and purpose of the meeting and the facts and circumstances of the emergency.

- 4.8 All meetings of the Board and the committees shall be open to the public, except the Board or a committee may vote to hold an executive session during its meeting for any of the reasons authorized under W.Va. §6-9A-4. A motion to hold an executive session must identify the authorization in W.Va. §6-9A-4 for the executive session and be approved by a majority of the members present.
- 4.9 At the discretion of the Chair, the President of the University, administrative staff, faculty members, classified and non-classified employees, and members of the public may be recognized to address the Board or a committee during its meeting.
- 4.10 Meetings will be conducted according to the attached Rules of Order adopted by the Board and.
- 4.11 The Chair may cause the removal from a meeting any member of the public who is disrupting the meeting to the extent that orderly conduct of the meeting is compromised.
- 4.12 In an effort to facilitate consultation with its constituent groups, the Chair will place on a meeting agenda each year a presentation by a representative of the Faculty Senate, Classified Staff and Student Government to address the Board on matters of concern to the respective groups.
- 4.13 Meeting agendas may include committee meetings that will be conducted before the meeting of the full Board.

MARSHALL UNIVERSITY BOARD OF GOVERNORS
RULES OF ORDER FOR BOARD MEETINGS

Rule 1

ROLE OF THE CHAIR

Authority for conduct of the meeting is assigned to the Chair, who shall be responsible for timely, fair and reasonable conduct of the meeting's business. Decisions of the Chair are final on questions of procedure, except that any ruling can be appealed to a vote of the members present. If a ruling of the Chair is corrected by a 2/3 majority vote of the members present, the Chair shall amend its ruling to reflect the will of the meeting.

Rule 2

THE RULES AND GOVERNING LAW

These rules of order are subordinate to prevailing West Virginia law.

Rule 3

THE AGENDA

The Chair shall be responsible for establishing the order of business, or agenda, in consultation with each Institutional President, and review of the Executive Committee, and shall ensure that the agenda is published, noticed and/ or circulated as required by the West Virginia law.

Rule 4

CONVENING THE MEETING

The Chair shall be responsible for ascertaining and announcing the presence of a quorum and the convening of the meeting.

Rule 5

SPECIAL OFFICERS

The Chair shall have authority to appoint a Special Chair to conduct the meeting, a Special Secretary to record minutes, or other special officers for the purpose of assisting in conduct of the meeting. The Special Chair or other specially appointed officers shall serve under the authority of and be subject to the direction of the elected Chair. A Special Secretary shall serve under the supervision of the elected Secretary.

Rule 6

APPROVAL OF MINUTES AND REPORTS AS SUBMITTED

By announcement of the Chair, unless an objection is raised, previously circulated minutes of meetings and reports not requiring action may be approved as submitted. If an objection is made, approval shall be presented in the form of a motion.

Rule 7

GENERAL DISCUSSION

Issues that require consideration of the meeting may be discussed with or without formal motion. An issue may be resolved by recording (a) the general consensus, or (b) by a formal motion.

Rule 8

GENERAL PRINCIPLES FOR DISCUSSION OR DEBATE

Discussion of any issue is subject to regulation by the Chair to assure adequate consideration of relevant points of view in the best interests of the organization. The objectives of discussion are to:

- a) determine the will of the body and to articulate decisions for conduct of business;
- b) assure sufficient discussion and consideration of issues so that all pertinent points of view are considered;
- c) maintain at all times the dignity and decorum of the meeting so that each recognized speaker's views are made known to voting participants and to ensure that appropriate respect is accorded all members; and
- d) present the consideration of business in a manner understood by all participants.

Rule 9

GENERAL CONSENSUS

When the meeting participants embrace a course of action by a clear consensus, the Chair may, if there is no objection, state that action upon the issue is resolved by "general consensus." A ruling as to general consensus shall be recorded in the minutes as the decision of the meeting.

Rule 10

USE OF MOTION PRACTICE

Where a "general consensus" cannot be determined with reasonable certainty, or where by reason of importance of the matter a formal approval or a count of the votes is desired, the Chair or any member may state the proposal as a motion under Rules 11 and 12.

Rule 11

MOTION PRACTICE

The rules of motion practice shall be applied as a guide to the Chair in disposition of formal motions, which are resolved by a vote of the meeting.

Rule 12

MOTION PRACTICE AND PRECEDENCE

Under these Rules, motions should be limited to those set forth below. They are grouped into three categories and listed in order of precedence:

a) when any motion listed below is pending, any motion listed above it in the list is in order, but those below it are out of order;

I. MEETING CONDUCT MOTIONS

a. Point of Privilege

Characteristics:

- May interrupt a speaker
- Second not required
- Not debatable
- Not amendable
- Resolved by the Chair, no vote is required

b. Point of Procedure

Characteristics:

- May interrupt a speaker
- Second not required
- Not debatable
- Not amendable
- Resolved by the Chair, no vote is required

Similar Motions Included: Point of order, point of inquiry.

c. To Appeal a Ruling of the Chair

Characteristics:

- May not interrupt a speaker
- Second required
- Debatable
- Not amendable
- Majority vote required

Special Note: If a ruling of the Chair is based on governing law (e.g., not a proper subject of the meeting or a matter requiring prior notice), it is not appealable.

d. To Recess the Meeting

Characteristics:

- May not interrupt a speaker
- Second required
- Debatable
- Amendable
- Majority vote required

II. DISPOSITION MOTIONS

a. To Withdraw a Motion by the maker

Characteristics:

- May interrupt a speaker
- Second not required
- Not debatable
- Not amendable
- Resolved by the Chair, no vote is required

b. To Postpone Consideration

Characteristics:

- May not interrupt a speaker
- Second required
- Debatable
- Amendable
- Majority vote required

Similar Motion Included: To table: to postpone indefinitely

c. To Refer to Committee

Characteristics:

- May not interrupt a speaker
- Second required
- Debatable
- Amendable
- Majority vote required

d. To Amend

Characteristics:

- May not interrupt a speaker
- Second required
- Debatable
- Amendable
- Majority vote required

e. To Limit, Extend or Close Debate

Characteristics:

- May not interrupt a speaker
- Second required
- Debatable
- Amendable
- Two-thirds vote required

Similar Motions Included: To move the question; to call the previous question

f. To Count the Vote

Characteristics:

- May not interrupt a speaker
- Second required
- Not debatable
- Not amendable
- Mandatory when seconded, no vote required

Similar Motions Included: To divide the assembly

III. MAIN MOTIONS TO TAKE ACTION OR RECONSIDER ACTION TAKEN

Characteristics:

- May not interrupt a speaker
- Second required
- Debatable
- Amendable
- Majority vote required unless a greater vote is prescribed by the bylaws, articles, or law.

Rule 13

ELECTIONS

Elections are initiated by the process of nomination by a nominating committee appointed by the Chair or from the floor by a member of the Board. If more than one candidate is nominated to any office, reasonable discussion should be allowed as to the fitness of candidates to serve. A majority vote is required.

Rule 14

ADJOURNMENT

Upon completion of the meeting's agenda, if no further business is indicated, the Chair shall adjourn the meeting. Adjournment may be accomplished by motion or announcement of the Chair. A motion to adjourn prior to completion of the agenda is out of order.

Rule 15

MINUTES

Minutes of the meeting shall be recorded by or under supervision of the Secretary and be submitted for approval at a subsequent meeting. In the absence of the Secretary, the Chair shall appoint a Special Secretary of the meeting.

OFFICIAL COMMENTS TO THE RULES OF ORDER

Rule 1

ROLE OF THE CHAIR

Authority for conduct of the meeting is assigned to the Chair; who shall be responsible for timely, fair and reasonable conduct of the meeting's business. Decisions of the Chair are final on questions of procedure, except that any ruling may be appealed to a vote of the members present. If a ruling of the Chair is corrected by a 2/3 majority vote of the members present, the Chair shall amend its ruling to reflect the will of the meeting.

There must be a central authority for conduct of the meeting. The logical person to assume that authority is the elected Chair who, is charged with responsibility for conducting meetings of the Board.

A principal element of these rules is to place the requisite authority in the hands of the Chair to lead the meeting through its business, using these rules as a guide to what should be done and not as an unyielding mandate as to what must be done. To impose a set of complex and rigid structures, frequently diverting the meeting from focused attention to business, has the adverse result of turning the meeting inside out, with emphasis on form rather than substance, procedure rather than business.

The purpose of these rules is to emphasize substance over form under the leadership and control of the elected Chair. The essential element of democratic form, however, is preserved through the right of any member to appeal a ruling of the Chair to the meeting as a whole.

Rule2

THE RULES AND GOVERNING LAW

The rules of conduct of the meeting are subordinate to West Virginia law.

This rule simply recites the existing priority of governing law. Prevailing West Virginia law is the highest regulatory authority under which the Board must operate.

Rule 3

THE AGENDA

The Chair shall be responsible for establishing the order of business, or agenda, in consultation with each Institutional President and review of the Executive

Committee and shall ensure that the agenda is published, noticed or circulated as required by the West Virginia law.

A written agenda, distributed beforehand, shall be prepared for all meetings, whether general or special. The agenda sets forth the order and scope of issues to be resolved. The rule governing special meetings is that the meeting can address only those items that are appropriately noticed in the call of the meeting.

Rule 4

CONVENING THE MEETING

The Chair shall be responsible for ascertaining and announcing the presence of a quorum and the due convening of the meeting.

The Chair's first duty is to call the assembled members of the meeting to order.

The Chair shall then announce, having ascertained beforehand, that a quorum is present and that the meeting is ready to proceed with its business. Once a quorum is established, the meeting can transact business until adjournment, even if a departure of members results in less than the original quorum.

If a quorum is not present when the meeting is convened, the Chair must announce that fact and adjourn the meeting, whether for minutes or for days, until a quorum is assembled. If, pending the appearance of a quorum, the meeting proceeds with discussion or action, it is essential to understand that any decisions made at the meeting are advisory and without authority of the body unless they are subsequently adopted by a meeting having a quorum present.

Rule 5

SPECIAL OFFICERS

The Chair shall have authority to appoint a Special Chair to conduct the meeting, a Special Secretary to record minutes, or other special officers for the purpose of assisting in conduct of the meeting. The Special Chair or other specially appointed officers shall serve under the authority of and be subject to direction of the elected Chair. A Special Secretary shall also serve under supervision of the elected Secretary.

Having convened the meeting, the Chair has authority to appoint a Special Chair, if desired. This appointment does not in any way diminish the elected Chair's responsibility or authority for conduct of the meeting, but simply enables an elected Chair, who may be inexperienced or otherwise disinclined to govern the meeting, to appoint an individual to serve in the Chair's place.

Similarly, the Chair can appoint a Special Secretary upon the consent of the elected Secretary, but again, that appointment is subject to supervision and ultimate authority of the elected Secretary.

Rule 6

APPROVAL OF MINUTES AND REPORTS AS SUBMITTED

By announcement of the Chair, unless an objection is raised, previously circulated minutes of meetings and reports not requiring action may be approved as submitted. If an objection is made, approval shall be presented in the form of a motion.

If the minutes of a prior meeting have been circulated, the Chair should ask if there are corrections. If the minutes have not been circulated, the Secretary should read the minutes and take corrections. Following notation of corrections, the Chair should announce that the minutes as circulated (or as corrected) stand approved. If there is dispute on a correction, the proposed correction should be put in the form of a main motion, discussed and voted on, with the ultimate decision representing the final record of the meeting.

The Chair will, as appropriate, call on officers and committee chairs to deliver reports of studies undertaken or action recommended. Following each report, the Chair can ask for a motion of approval or simply state that, without objection, the report stands approved.

Rule 7

GENERAL DISCUSSION

Issues that require consideration of the meeting may be discussed with or without formal motion. An issue may be resolved by recording (a) the general consensus or (b) by a formal motion.

This rule, which provides that issues requiring consideration of the meeting can be discussed with or without formal motion, reflects the current practice of most business meetings. Once an issue has been stated by the Chair, by report of a committee or otherwise, the issue can be discussed generally in the absence of a formal motion. Frequently, the best interests of the organization will become easily distilled so that a "general consensus" can be determined. If the issue cannot be resolved by consensus, the Chair should call for a formal motion.

Rule 8

GENERAL PRINCIPLES FOR DISCUSSION OR DEBATE

Discussion of any issue is subject to regulation by the Chair to assure adequate consideration of relevant points of view in the best interests of the organization. The objectives of discussion are:

- a) determine the will of the body and to articulate decisions for conduct of business;
- b) assure sufficient discussion and consideration of issues so that all pertinent points of view are considered;
- c) maintain at all times the dignity and decorum of the meeting so that each recognized speaker's views are made known to voting participants and to ensure that appropriate respect is accorded all members; and
- d) present the consideration of business in a manner understood by all participants.

This rule recites the fundamental objectives for any discussion. The essential goal is to determine the will of the meeting and to articulate decisions so that conduct of the organization's business can proceed in accord with those decisions. In arriving at conclusions, the Chair must allow sufficient discussion and consideration of issues so that all pertinent points of view are considered. Prudent leadership requires that the meeting hear all points of view, and molding different approaches or opinions into a general consensus is the hallmark of capable leadership.

The right to speak should be accorded to one speaker at a time, whose comments, subject to reasonable time limitation, should be heard without interruption, except for certain privileged motions noted in Rule 12, "Motion Practice and Precedence."

The Chair must always preserve the dignity of the meeting so that appropriate respect is accorded all members. Personally insulting, inappropriate language or conduct should not be tolerated and must be ruled out of order whenever it occurs, or upon the raising of a point of privilege. Finally, it is essential that in arriving at a decision, whether it be the statement of general consensus or the wording of a motion, the proposal should be stated clearly so that the proposal under consideration is known to all participants.

Rule 9

GENERAL CONSENSUS

When the meeting participants embrace a course of action by a clear consensus of meeting participants, the Chair may, if there is no objection, state that action upon the issue is resolved by "general consensus." A ruling as to general consensus shall be recorded in the minutes as the decision of the meeting.

Following discussion of an issue, common sense and necessity, together with appropriate business judgment, usually lead to a course of action that meets the approval of meeting participants. When

it is clear to the Chair that there is a genuine consensus as to action to be taken, the issue can be simply resolved by the Chair stating, "Without objection, the general consensus of the meeting is that , . . ." This statement, with no objection raised, is recorded in the minutes and becomes the decision of the meeting.

Rule 10

USAGE OF MOTION PRACTICE

Where a general consensus cannot be determined with reasonable certainty (as discussed in Rule 9), or where by reason of importance of the matter a formal approval or a count of the votes is desired, the Chair or any member may state the proposal as a motion under Rules 11 and 12.

Whenever there is a significant difference of opinion or when a reliable general consensus of the meeting cannot be stated, the Chair should invite a motion that will bring about formal resolution by discussion leading to a vote of the meeting. It is also the right of any member, at any time during discussion, to propose resolution of an issue by motion. When seconded, that motion becomes the issue under consideration, subject to debate, amendment, and final disposition by vote of the meeting.

Rule 11

MOTION PRACTICE

The rules of motion practice shall be applied as a guide to the Chair in disposition of formal motions, which are resolved by a vote of the meeting.

Rule 12

MOTION PRACTICE AND PRECEDENCE

Under these Rules, motions should be limited to those set forth below. They are grouped into three categories and listed in order of precedence:

- a) When any motion listed below is pending, any motion listed above it in the list is in order, but those below it are out of order.

All essential motions can be grouped into three categories:

- a) Meeting conduct motions that relate to how the meeting shall proceed;
- b) Disposition motions that are subordinate to but affect or dispose of main motions; and

c) Main motions.

Meeting conduct motions carry a sense of urgency. Therefore, they are the most privileged and have the highest priority for action. Main motions are the fundamental issues facing the meeting for decision. In the usual circumstance, only one main motion should be considered at a time; each should be resolved before the meeting proceeds to the next issue. Because disposition motions affect main motions, they logically have precedence over main motions and, therefore, can be raised while main motions are pending.

The rules set forth the general precedence of motions and act as a guide to the Chair. If circumstances call for a departure from stated procedure, however, it is within the general authority of the Chair to determine conduct of the meeting, subject to appeal.

The principal motions necessary for motion practice are discussed here.

Point of Privilege-A point of privilege, sometimes called a point of personal privilege, is a communication from a member to the Chair, drawing urgent attention to a need for personal accommodation. For example, the point may relate to an inability to see or hear, a matter of comfort, a matter of requested convenience, or an overlooked right or privilege that should have been accorded. In essence, it is a call to the Chair for the purpose of assuring a member's convenient and appropriate participation in the meeting.

Because of its urgent nature, a point of privilege can interrupt a speaker. Because it is addressed to the attention and action of the Chair, it cannot be debated or amended, and no vote is required.

Point of Procedure-A point of procedure, often called a point of order, is a question addressed to the Chair, either inquiring into the manner of conducting business or raising a question about the propriety of a particular procedure. It is simply an inquiry and is resolved by correction or clarification by the Chair.

A point of procedure can interrupt a speaker. Because the Chair addresses it to action, a second is not required. It should not be debated or amended.

To Appeal a Ruling of the Chair-The rules provide that decisions or rulings of the Chair are final on questions of procedure, except that the Chair's ruling can be appealed to a vote of the meeting. Whenever a member questions the appropriateness or essential fairness of the Chair's ruling, that member can appeal the ruling to a vote of the meeting. If, however, a motion is out of order as a matter of law (not a proper subject of the meeting, improper notice given, etc.), the Chair's ruling cannot be appealed.

A motion to appeal cannot interrupt a speaker. To prevent frivolous appeals, a second is required. The motion is subject to debate, which should be brief, and by its nature, is not amendable. To overrule a procedural decision of the Chair, a majority vote is required.

To Recess the Meeting -A motion to recess requests a brief interruption of the meeting's business, usually so that an ancillary matter can be addressed, or simply to provide a needed break. Unless

stated in the motion, the period of recess is decided by the Chair. If necessary, a recess can extend the meeting from one day to another.

The motion cannot interrupt a speaker, and a second is required. It is debatable. It can be amended, and a majority vote is required.

To Withdraw a Motion-Only the maker of the motion can make a motion to withdraw. It is essentially a communication to the Chair that the maker is withdrawing the proposal. This is the maker's privilege; thus, it does not require a second. In addition, because another member later can make a similar motion, a withdrawal should not be subject to debate, amendment or vote. The Chair should simply state that the motion is withdrawn, and the meeting should proceed with a new treatment of the issue at hand or a new issue.

Because the motion obviates discussion, it can interrupt a speaker.

To Postpone Consideration- This motion may arise from a need for further information, a matter of convenience, or for any other reason that will enable the meeting to deal with the issue more effectively at a later time. The motion includes traditional motions to table or to postpone indefinitely- motions usually proposed to defeat an issue. Unless otherwise specifically provided in the motion itself, a postponed motion can be renewed at a later appropriate time.

The motion cannot interrupt a speaker; requires a second; is debatable; is amendable, particularly as to postponement timing; and a majority vote is required.

To Refer-A motion to refer is typically used to submit an issue to a committee, usually for study leading to a subsequent recommendation.

Because it ordinarily disposes the motion for purposes of the current meeting, a motion to refer is subject to the same rules that apply to the main motion.

It cannot interrupt a speaker; a second is required; it is debatable and amendable; and a majority vote is required.

To Amend - A motion to amend proposes a change in the wording of a motion currently under consideration. When a motion to amend is pending and an amendment to the amendment is proposed, the Chair should focus discussion on the latest amendment, resolve that question, then proceed to the first amendment before continuing discussion on the main motion. Votes on amendments are, thus, in reverse order of the sequence in which they are proposed.

A motion to amend cannot interrupt a speaker; requires a second; is debatable and amendable; and a majority vote is required for approval of the amendment. It should also be noted that governing law often restricts amendments to proposals that are required to be set forth in the notice of the meeting such that they cannot enlarge the original purpose of the proposal.

To Limit, Extend or Close Debate-Because the extent to which an issue is discussed rests primarily with discretion of the Chair, it is the Chair who carries the burden of ensuring that adequate

exposure is given to differing points of view. A motion to limit, extend or close debate is, therefore, an overruling of the Chair's determination. A motion to close debate is the same as a motion to move the question or to call the previous question.

Because this motion affects the most fundamental right of any member, the right to speak one's views, it is the only procedural motion that requires greater than a majority vote -- a two-thirds vote of participants voting is required.

To Count the Vote---A motion to count the vote should be limited to those circumstances where the convenient hearing of "yeas" and "nays" cannot clearly resolve the issue. It represents the right of a member to have a vote demonstrated by count. That count can be directed by the Chair either as a showing of hands or a standing of voting members while the vote is recorded. Upon completion of the count, the Chair announces the result and final disposition of the issue voted upon. This motion is the same as the antiquated "motion for division of the assembly."

It cannot interrupt a speaker; requires a second; is neither debatable nor amendable; and because of the importance of the matter, should be considered mandatory, thus, no vote is required.

Main Motions-A main motion states proposed policy or action on a substantive issue considered by the body. As such, it can be an initial call to take particular action; to reconsider action taken; to rescind a prior decision; or to elect persons to office. Although lowest in precedence among all motions, main motions are clearly the most important: through their content, the business decisions of the body are determined.

A main motion can be made only when a prior main motion has been disposed of. It cannot interrupt a speaker; a second is required: it is debatable and amendable; and a majority vote is required unless a greater vote is prescribed by governing law.

Unnecessary Motions

There are a number of archaic or simply unnecessary motions that complicate and encumber procedure without adding clarity, fairness or efficiency in the conduct of business. The substance of these motions can be incorporated into recognized motions or can otherwise be handled effectively by the Chair's direction of the meeting through its business. Such motions are:

To Suspend the Rules--This is traditionally a motion to violate established rules, usually due to circumstances that require taking a matter out of order or hearing a point of view on a matter that has been closed. Such circumstances should be left to the discretion of the Chair in permitting or denying the requested action. In the vast majority of circumstances, resolution of the matter will be an exercise of common sense by the Chair.

To Convene a Committee of the Whole--This motion usually seeks to avoid particular rules that apply to the entire meeting but not to committee deliberations. Under these rules, no such distinction exists.

To Table- The purpose of a motion to table is either to postpone consideration of a motion, which is treated by a motion to postpone, or to defeat a motion, which is realized by the meeting's ultimate disposition of the issue. It should be treated as a motion to postpone.

To Move (or Call) the Question- This is essentially a motion to close debate. It is a call to the Chair to move to an expeditious vote on the matter. Such a decision rests with the Chair, subject to a motion to close debate. It is an unnecessary motion because at any point during discussion, a speaker can suggest that the issue has been adequately discussed and request that the Chair bring the matter to resolution. Unless relevant points of view have not been heard, a positive response from the Chair usually follows.

To Move a Point of Parliamentary Inquiry---Such a motion should be treated as a point of procedure. The mover should put the inquiry in the form of a question addressed to the Chair. The Chair will respond, and the meeting will proceed.

To Object to Consideration- This arcane motion is really an expression of disfavor with the issue being presented and should be treated as a point of procedure to be resolved by the Chair.

To Make an Order of the Day, General or Special In business meetings, general or special "orders of the day" are wholly unnecessary. General orders usually are set on the agenda as unfinished business and new orders can be raised as new business. In any event, any issue that a member believes should be brought before the meeting can be posed in response to a call for new business.

To Divide a Question-A motion for division of a question can be considered as either a request to the Chair to separate a motion containing different elements into separate motions, or it can be considered an amendment. Such matters should be handled by the Chair who, if the current main motion is complex, may divide it into its separate components. Otherwise, the motion to divide should be considered a motion to amend.

Rule 13

ELECTIONS

Elections are initiated by the process of nomination by a nominating committee appointed by the Chair or from the floor by a member of the Board. If more than one candidate is nominated to any office, reasonable discussion should be allowed as to the fitness of candidates to serve. A majority vote is required.

If there is only one candidate for each position, then a motion to elect the candidate (or slate of candidates) unanimously, or by acclamation, is in order.

If nominations will be made from the floor, a second to each nomination should be required. The Chair should allow reasonable discussion concerning qualification of nominees.

Where an election is to fill a particular office, the choice shall be by majority vote. If there are more than two candidates and no candidate receives a majority on the first vote, then a second vote should be taken among those candidates who received the highest number of votes.

Unless otherwise provided:

- ballots can be used but are not necessary;
- members do not have a right to a secret ballot;
- on a vote taken by voice or a raising of hands, the ruling of the Chair is binding unless there is an appropriate motion to count the vote.

Rule 14

ADJOURNMENT

Upon completion of the meeting's agenda, if no further business is indicated, the Chair shall adjourn the meeting. Adjournment may be accomplished by motion or announcement of the Chair. A motion to adjourn prior to completion of the agenda is out of order.

A motion to adjourn can be made only at the invitation of the Chair when scheduled agenda items have been completed. At any other time, the motion is out of order. The motion cannot interrupt a speaker and no second is required. The motion is debatable, at least to the extent of setting a time for reconvening if an announcement to this effect has not already been made.

The Chair has the discretion of calling for a vote to adjourn, or can simply declare, without objection, that the meeting is adjourned.

Rule 15

MINUTES

Minutes of the meeting shall be recorded by or under supervision of the Secretary and be submitted for approval at a subsequent meeting. In the absence of the Secretary, the Chair may appoint a Special Secretary of the meeting.